

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas

(State)

Case number (if known): _____

Chapter 11 Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

| | | | |
|--|---|--|----------|
| 1. Debtor's Name | <u>Benevis Corp.</u> | | |
| 2. All other names debtor used in the last 8 years | <u>Benevis Acquisition Corp., NCDR Acquisition Corp., Kool Smiles Acquisition Corp.</u> | | |
| Include any assumed names, trade names, and <i>doing business as</i> names | | | |
| 3. Debtor's federal Employer Identification Number (EIN) | <u>20-1670242</u> | | |
| 4. Debtor's address | Principal place of business | Mailing address, if different from principal place of business | |
| | <u>1090 Northcase Parkway SE</u> Number Street | | |
| | <u>Suite 150</u> | | |
| | <u>Marietta</u> <u>GA</u> <u>30067</u> | City State Zip Code | |
| | City | State | Zip Code |
| | Location of principal assets, if different from principal place of business | | |
| | <u>Cobb County</u> County | | |
| | Number Street | | |
| | City | State | Zip Code |
| 5. Debtor's website (URL) | <u>www.benevis.com</u> | | |
| 6. Type of debtor | <input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____ | | |

Debtor Benevis Corp.
Name _____

Case number (if known) _____

7. Describe debtor's business

A. Check One:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5611

8. Under which chapter of the Bankruptcy Code is the debtor filing?

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check One:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:

- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- The debtor is a debtor as defined in 11 U.S.C. § 1182(1). Its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000 **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

No

Yes.

District _____

When _____

MM/DD/YYYY

Case number _____

District _____

When _____

MM/DD/YYYY

Case number _____

| | | | | | | | | | | | | | | | | |
|---|----------------------|--|--|---|--------|--------|-------|--|-------|--|------------|--|-------------|--|----------------|--|
| Debtor Name | Benevis Corp. | | | Case number (if known) | | | | | | | | | | | | |
| 10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? <p><input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Debtor <u>See Rider 1</u></p> <p>List all cases. If more than 1, attach a separate list.</p> | | | | Relationship <u>Affiliate</u> | | | | | | | | | | | | |
| | | | | District <u>Southern District of Texas</u> | | | | | | | | | | | | |
| | | | | When <u>8/2/2020</u> MM / DD / YYYY | | | | | | | | | | | | |
| 11. Why is the case filed in <i>this</i> district? | | <i>Check all that apply:</i> <p><input checked="" type="checkbox"/> Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.</p> <p><input type="checkbox"/> A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.</p> | | | | | | | | | | | | | | |
| 12. Does the debtor own or have possession of any real property or personal property that needs immediate attention? | | <p><input checked="" type="checkbox"/> No¹</p> <p><input type="checkbox"/> Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.</p> <p>Why does the property need immediate attention? (Check all that apply.)</p> <p><input type="checkbox"/> It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety. What is the hazard? _____</p> <p><input type="checkbox"/> It needs to be physically secured or protected from the weather.</p> <p><input type="checkbox"/> It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).</p> <p><input type="checkbox"/> Other _____</p> | | | | | | | | | | | | | | |
| | | <p>Where is the property?</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;">Number</td> <td style="width: 80%;">Street</td> </tr> <tr> <td colspan="2">_____</td> </tr> <tr> <td colspan="2">_____</td> </tr> <tr> <td colspan="2">City _____</td> </tr> <tr> <td colspan="2">State _____</td> </tr> <tr> <td colspan="2">Zip Code _____</td> </tr> </table> | | | Number | Street | _____ | | _____ | | City _____ | | State _____ | | Zip Code _____ | |
| Number | Street | | | | | | | | | | | | | | | |
| _____ | | | | | | | | | | | | | | | | |
| _____ | | | | | | | | | | | | | | | | |
| City _____ | | | | | | | | | | | | | | | | |
| State _____ | | | | | | | | | | | | | | | | |
| Zip Code _____ | | | | | | | | | | | | | | | | |
| | | <p>Is the property insured?</p> <p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Insurance agency _____</p> <p>Contact name _____</p> <p>Phone _____</p> | | | | | | | | | | | | | | |
| Statistical and administrative information | | | | | | | | | | | | | | | | |
| 13. Debtor's estimation of available funds | | <i>Check one:</i> <p><input checked="" type="checkbox"/> Funds will be available for distribution to unsecured creditors.</p> <p><input type="checkbox"/> After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.</p> | | | | | | | | | | | | | | |
| 14. Estimated number of creditors² | | <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 | <input checked="" type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> More than 100,000 | | | | | | | | | | | | |

¹ The Debtors engage in the production of minerals used in the industrials and energy industries. Certain Debtors possess or operate certain real property where reclamation, water treatment, and similar efforts associated with these production operations are presently underway. The Debtors note that the term "imminent and identifiable hazard" is not defined in this form; however, the Debtors do not believe they own or possess any real or personal property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety.

² The Debtors' estimated assets, liabilities, and number of creditors noted here are provided on a consolidated basis.

| | | | | |
|----------------------------------|--|---|--|------------------------|
| Debtor Name | Benevis Corp. | | | Case number (if known) |
| <hr/> | | | | |
| 15. Estimated assets | <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion | |
| | <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion | |
| | <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion | |
| | <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion | |
| 16. Estimated liabilities | <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion | |
| | <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion | |
| | <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion | |
| | <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion | |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

| | |
|---|---|
| 17. Declaration and signature of authorized representative of debtor | The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition. |
| | I have been authorized to file this petition on behalf of the debtor. |
| | I have examined the information in this petition and have a reasonable belief that the information is true and correct. |

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08/02/2020
MM/ DD / YYYY

* /s/ Scott Mell Scott Mell
Signature of authorized representative of debtor Printed name

Title Authorized Signatory

| | | |
|----------------------------------|----------------------------------|------------------------|
| 18. Signature of attorney | <u>/s/ Matthew D. Cavanaugh</u> | Date <u>08/02/2020</u> |
| | Signature of attorney for debtor | MM/DD/YYYY |

| | |
|---|--|
| <u>Matthew D. Cavanaugh</u> | Printed name |
| <u>JACKSON WALKER L.L.P.</u> | |
| Firm name | |
| <u>1401 McKinney Street, Suite 1900</u> | |
| Number | Street |
| <u>Houston</u> | |
| City | State <u>Texas</u> ZIP Code <u>77010</u> |
| <u>(713) 752 -4200</u> | |
| Contact phone | Email address <u>mavanaugh@jw.com</u> |
| <u>24062656</u> | |
| Bar number | State <u>Texas</u> |

| | |
|---|-------------------|
| Fill in this information to identify the case: | |
| United States Bankruptcy Court for the: | |
| Southern District of Texas | |
| (State) | |
| Case number <i>(if known):</i> | Chapter <u>11</u> |
| <input type="checkbox"/> Check if this is an amended filing | |

Rider 1
Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in the United States Bankruptcy Court for the Southern District of Texas for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Covia Holdings Corporation.

- LT Smile Corporation
- Benevis Holding Corp.
- Benevis Affiliates, LLC
- Benevis, LLC
- Benevis Informatics, LLC

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

| | |
|----------------|----------------------------|
| In re: |) |
| |) Chapter 11 |
| |) |
| BENEVIS CORP., |) Case No. 20-_____ (____) |
| |) |
| Debtor. |) |
| |) |

LIST OF EQUITY SECURITY HOLDERS¹

| Debtor | Equity Holders | Address of Equity Holder | Percentage of Equity Held |
|---------------|-----------------------|--|----------------------------------|
| Benevis Corp. | Benevis Holding Corp. | 1090 Northcase Parkway SE Suite 150 Marietta, GA 30067 | 100% |

¹ This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed indicate the record holder of such equity as of the date of commencement of the chapter 11 case.

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:) Chapter 11
BENEVIS CORP.,) Case No. 20-_____ (_____
Debtor.)
)

CORPORATE OWNERSHIP STATEMENT

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

| Shareholder | Approximate Percentage of Shares Held |
|-----------------------|--|
| Benevis Holding Corp. | 100% |

| | |
|--|---------------------------------------|
| Fill in this information to identify the case and this filing: | |
| Debtor Name | Benevis Corp. |
| United States Bankruptcy Court for the: | Southern District of Texas (State) |
| Case number (If known): | |

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- Schedule H: Codebtors (Official Form 206H)*
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- Amended Schedule
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- Other document that requires a declaration _____ **List of Equity Security Holders and Corporate Ownership Statement**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

/s/ Scott Mell

08/02/2020

MM/ DD/YYYY

Signature of individual signing on behalf of debtor

Scott Mell

Printed name

Chief Restructuring Officer

Position or relationship to debtor